

RPMGlobal Holdings Limited

ACN 010 672 321

Environmental, Social and Governance (ESG) and Sustainability Committee Charter

Adopted by the Board on 25 August 2023

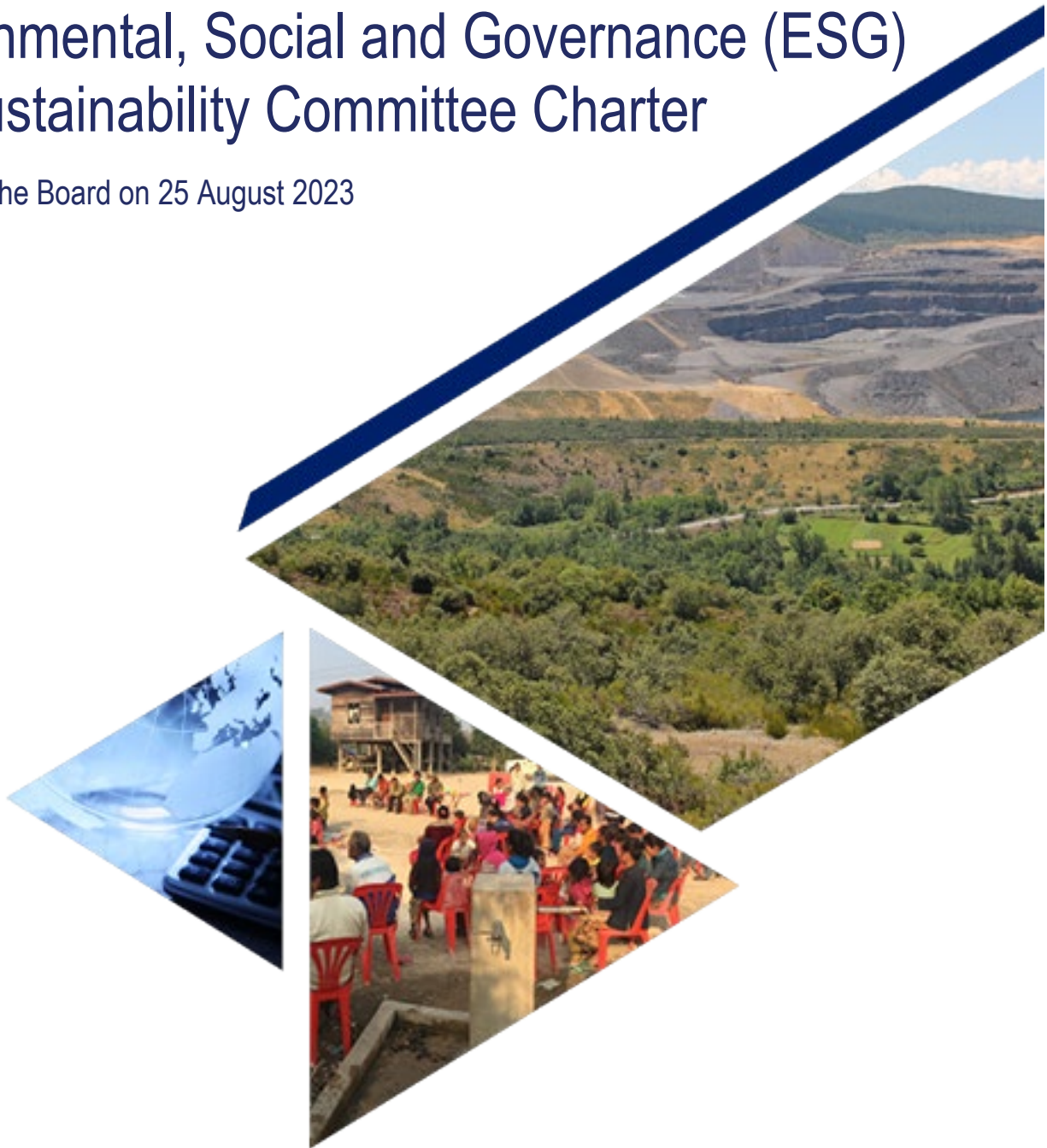


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ESG and Sustainability Committee Charter

1. Establishment of the Committee

The Board of Directors (the “Board”) of RPMGlobal Holdings Limited ACN 010 672 321 (“the Company”) has resolved to establish an environmental, social, governance (“ESG”) and sustainability Committee (the “Committee”).

This document sets out the specific responsibilities delegated by the Board to the ESG & Sustainability Committee of RPMGlobal Holdings Limited ACN 010 672 321 (“the Company”) and provides support for the manner in which the Committee will operate.

Notwithstanding the formation of a ESG & Sustainability Committee, the Board may declare that the functions of this Committee can instead be carried out by the entire Board where in the Board’s view the entire Board brings the appropriate mix of skills and experience to satisfy the responsibilities under this Charter.

2. Objectives and Purpose

The primary objective of the ESG & Sustainability Committee is to assist the Board to discharge its responsibilities with regard to ESG and sustainability matters. Accordingly, the Board acknowledges and recognises:

- that the Company has actively committed to supporting its clients in meeting the challenges of incorporating ESG and decarbonisation practices into their businesses and in so doing is committed to participating in this advancement of sustainable mining by demonstrating its own progress as a key supplier to these mining organisations;
- that effective management of ESG is an integral part of good corporate governance and management and vital to the continued growth and success of the Company within the industry that it operates; and
- that the Company should implement formal and adequate processes to independently verify and safeguard the integrity of its ESG reporting.

3. Committee’s Responsibilities

The Committee's responsibilities include:

- a) Independent and objective review of ESG and other sustainability information prepared by the Company;
- b) Overseeing and advising the Board and the Company’s management team in relation to the development, implementation and ongoing reporting of the Company’s ESG and Sustainability initiatives including policies, systems, targets, processes and achievements;

- c) Giving consideration to and bringing to the attention of the Company, as appropriate, current and emerging ESG matters that may affect the business and its stakeholders;
- d) Reviewing and make recommendations to the Board in relation to any reporting or public announcements regarding ESG, and the Company's annual sustainability report;
- e) Overseeing the appropriateness of the Company's risk framework and management systems in relation to ESG and as necessary make recommendations in that regard to the Company's Audit and Risk Committee;
- f) Overseeing the Company's performance in relation to ESG;
- g) Overseeing and implementing the Company's future disclosures pursuant to the recommendations of the Task Force on Climate Related Financial Disclosures (TCFD) to more effectively disclose climate-related risks and opportunities; and
- h) Reviewing the Company's performance against its ESG strategy and ESG targets, including plans associated with climate change commitments and decarbonising goals.

4. Structure of Committee Membership

The structure of the Committee is as follows:

- a) the Committee shall be appointed by the Board and comprise not less than two directors or such number as determined by the Board; and
- b) a Chair of the Committee must, as far as possible, be an independent non-executive director.

Effective 1 January 2023, the current members are:

- a) Angeleen Jenkins (Committee Chair)
- b) Richard Mathews

The Committee is currently chaired by Angeleen Jenkins who is an independent director.

5. Expertise of Committee Membership

Committee members, where possible, must:

- a) have a sound knowledge of the Company's businesses, organisation structure and related policies and practices; and
- b) have an appropriate understanding of corporate governance matters particularly in relation to Board and Director responsibilities and ASX Corporate Governance Principles and Recommendations related to ESG and Sustainability.

6. Company Secretary

The Company Secretary or his nominee will act as Secretary to the Committee, unless otherwise determined by the Committee and will also be the principal liaison between executive management and the Committee on ESG and Sustainability matters.

7. Proceedings

7.1. Frequency:

- a) The Committee will meet as frequently as required ;and
- b) The Secretary to the Committee or any member may call a meeting of the Committee.

7.2. Attendance:

- a) Members of the Board, Company management or independent consultants may attend all or part of each meeting at the invitation of the Chair, voting at Committee meetings being restricted to Committee members; and
- b) The Committee may call upon management resources within the Company as required.

7.3. Quorum

A quorum for a meeting shall be a minimum of two (2) Committee members. All meetings shall be conducted subject to an agenda circulated by the Chair or her nominee and incorporating any matters raised by other members of the Committee or referred by the Board.

7.4. Chair

In the absence of the Chair, the remaining member will Chair the meeting.

7.5. Minutes

The Secretary shall maintain minutes of all meetings of the Committee. The minutes shall be signed by the Chair.

7.6. Non-Consensus

Where the Committee is unable to reach consensus on a matter, the Chair of the Committee will report this to the Chair of the Board. The Chair of the Board will determine whether it is appropriate that the matter be resolved by the Board or by obtaining independent advice.

8. Authorities

8.1. Access

The Committee has unrestricted access to executive management, all employees and all company records and to financial and legal advisers.

8.2. Independent Advice

The Committee, or any individual member, with the approval of the Chair of the Board, is entitled to obtain independent professional or other advice at the expense of the Company where they consider it necessary to carry out their duties.

9. Reporting

9.1. Board of Directors

The Chair of the Committee shall report to the Board subsequent to each Committee meeting, matters to be discussed will generally cover:

- a) minutes and formal resolutions; and
- b) other key activities and major issues of which the Board should be informed.

9.2. Annual General Meeting and Annual Report

- a) The Chair or her nominee must attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility; and
- b) The ESG & Sustainability Committee is responsible for review and approval of disclosures in the Company's annual report regarding the Committee, its activities and performance and any and all disclosures relating to sustainability.

10. Terms of Reference Review

The Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board, at a meeting to be decided each calendar year. It must recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of reference.

11. Privacy

The Committee recognises that all personal information provided to members is subject to the applicable privacy legislation.

12. Review

The Board reviews the terms of this Charter periodically to ensure that it remains up-to-date and in the best interests of the Company. This Charter was last reviewed and approved by the Board on 25 August 2023.